

**RESTATED
BYLAWS
OF THE
BEAVERTON ARTS COMMISSION
CITY OF BEAVERTON
BEAVERTON, OREGON**

I. NAME. The name of this organization shall be the Beaverton Arts Commission. The Beaverton Arts Commission is a standing committee of the City of Beaverton.

II. ORGANIZATION OF THE BEAVERTON ARTS COMMISSION. The Beaverton Arts Commission shall consist of a Board of Directors as follows:

BOARD OF DIRECTORS. There shall be a Board of Directors of the Beaverton Arts Commission consisting of not less than nine and not more than fifteen Board members. The Board of Directors may also appoint liaisons and alternates. Liaisons serve as a partner communication vehicle. Alternates bring temporary expertise to the board. Liaisons and alternates may attend BAC board meetings but do not possess voting rights. Terms of office of Board members shall begin January 1st of the year following appointment unless the member is appointed to fill an unexpired term, in which case the board member shall serve until the end of the term he or she was appointed to fill. Each member of the Board shall serve for a term of one to three calendar years, with a two term total of six years maximum. The terms of members of the Board of Directors shall be staggered so that no more than one-third of the Board members end their tenure each year. All appointments to the Board of Directors shall be made by the Mayor of the City of Beaverton with consent of the Beaverton City Council.

1. DUTIES OF THE BOARD. Duties of the Board of Directors shall be to fulfill the mandate set forth in the enabling ordinance of the Beaverton Arts Commission passed by the City of Beaverton. In addition, the Board of Directors shall:

- a. Set policy regarding:
 - 1) Fundraising;
 - 2) Public relations;
 - 3) Communications with the Beaverton City Council and the Mayor of the City of Beaverton;
 - 4) Programs and projects;
 - 5) Grants in aid of arts and artists.
- b. Approve the annual budget of the Beaverton Arts Commission.
- c. Establish standing advisory and ad hoc committees.

2. REMOVAL, RESIGNATION AND RECALL OF THE BOARD OF DIRECTORS. The Board of Directors may recommend to the appointing authority that any individual Board member be removed for sufficient cause. Any member of the Board may submit his or her resignation in writing to be effective at the time designated and, if not designated, at such time as a written resignation is received by the Board of Directors. Two unexcused absences or three consecutive excused absences by a Board member from regularly scheduled Board meetings can be construed as sufficient cause for the remaining Board members to recommend to the Mayor of the City of Beaverton to remove said absent Board member from the Board.
3. VACANCIES ON THE BOARD. Vacancies in any Board of Directors position shall be filled by the appropriate appointing authority, and those so appointed shall hold office until such position would normally terminate.
4. OFFICERS. Officers of the Board of Directors shall be the President, President Elect, Secretary and Treasurer, together with such other officers from the Board of Directors as needed.
 - a. DUTIES OF THE PRESIDENT. The President shall preside over all meetings of the Board of Directors, call the Board of Directors together whenever he or she deems necessary and generally discharge the duties as are properly required of him or her by the Board of Directors. The President shall prepare the agenda for all Board meetings.
 - b. DUTIES OF THE PRESIDENT ELECT. The President Elect shall preside over all meetings of the Board of Directors in the absence of the President. The President Elect otherwise shall exercise such powers and perform such duties as properly shall be determined by the Board of Directors.
 - c. SECRETARY. The Secretary shall keep the minutes of all official Beaverton Arts Commission Board and Executive Board meetings and submit them to BAC staff for timely distribution. The Secretary shall act as parliamentarian.
 - d. TREASURER. The Treasurer shall be a person with financial and/or accounting experience. He/she shall prepare, with the assistance of the BAC staff, an accurate monthly statement of all income and expenses. The Treasurer shall be actively involved in the annual budget preparation, shall monitor all financial transactions, and review the annual city audit.
 - e. ELECTION AND TERM OF OFFICERS OF THE BOARD OF DIRECTORS. Each officer on the Board shall be elected for a one year term and shall serve for no more than two terms of one year's

duration each in any office. Elections shall be held at the November meeting of the Board each year, and officers shall assume office on the following January 1st. All officers of the Board shall serve on the Board at least one year before becoming eligible for office. The Executive Committee shall make recommendations for officers to the Beaverton Arts Commission Board of Directors. In October of each year the Executive Committee shall submit a slate of officers to the general Board.

f. VACANCIES. Vacancies in the position of President, President Elect, Secretary and Treasurer, regardless of cause, shall be filled by majority vote of the remaining members of the Board of Directors, and those elected to fill such positions shall hold office until the next regularly scheduled election as described in subsection e above.

g. EXECUTIVE COMMITTEE. The four officers of the Board of Directors and BAC staff acting Ex-Officio shall constitute an Executive Committee. The Executive Committee shall perform such functions as properly shall be determined by the Board of Directors. The duties of the Executive Committee shall be to act as a steering committee for the Board of Directors specifically recommending to the Board appropriate programs and projects.

III. PURPOSES AND POWERS OF THE BEAVERTON ARTS COMMISSION. The Beaverton Arts Commission's mission is to enhance, unite, and celebrate our diverse community through art. The Beaverton Arts Commission shall act to coordinate, advise, promote and encourage all activities that contribute to the appreciation and promotion of the arts in the City of Beaverton.

IV. ADVISORY COMMITTEE. The Board of Directors may appoint such advisory committees as shall from time to time be necessary or useful to assist the Beaverton Arts Commission in carrying out its purposes and powers. The purpose, terms of office and members of each advisory committee shall be determined by the Board of Directors.

V. THE MEETINGS OF THE BOARD OF DIRECTORS. Regular meetings of the Board of Directors shall be held at such times and places as are determined by the Board of Directors. Board members shall receive written notice of said meetings by an agenda emailed to them before meetings.

A. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time at the discretion of the President and shall be promptly called upon written request of any three members of the Board of Directors to the President. Such meetings shall be held at the location designated by the President.

B. NOTICE OF BOARD MEETINGS. Notice of all regular and special Board meetings shall be as given to the public in compliance with the applicable statutes of the State of Oregon, and notice of special

meetings shall be given to each Board member either in writing by email or by telephone at least 24 hours prior to the meeting time. Failure to give such notice shall not of itself void any action properly taken by the Board of Directors.

C. QUORUM AND VOTE. One-half of the appointed Board of Directors constitutes a quorum and shall be required in order to transact business or take official action. A majority of the full Board of Directors must be present to consider any decision on a budgetary or personnel matter.

D. ORDER OF BUSINESS. Business at both regular and special meetings of the Board of Directors shall be conducted according to Robert's Rules of Order Revised. Any Director may introduce any business not included in the scheduled agenda at the discretion of the presiding officer.

E. ACTION WITHOUT A MEETING. Any action which may be taken by the Board of Directors at a meeting may be taken without a meeting by telephone poll or by consent in writing by email setting forth the action so taken, with written acknowledgment by all members of the Board of Directors entitled to vote. Such consent shall have the same effect as a unanimous vote of the Board of Directors. Any action taken pursuant to this section shall be read into the minutes at the next scheduled Board of Directors meeting.

F. THE FISCAL YEAR. The fiscal year of the Beaverton Arts Commission shall run from July 1st to June 30th.

G. OPERATING BUDGET. BAC staff shall be responsible for drafting an operating budget in conjunction with the Treasurer of the Beaverton Arts Commission. The Board of Directors shall have the power to review the budget and recommend changes and shall adopt the annual operating budget.

VI. STAFF OF THE BEAVERTON ARTS COMMISSION. There shall be a BAC staff liaison of the Beaverton Arts Commission as hired by the Mayor's Office of the City of Beaverton.

VII. AMENDMENTS. These Bylaws may be altered, amended or repealed upon thirty days' notice at any meeting of the Board of Directors by a vote of at least two-thirds of all the incumbent Board members.

Approved and adopted by the Board of Directors on March 8, 2012.